



ANTHONY J. BARTON
ASSISTANT VICE PRESIDENT - FINANCE

TTX COMPANY
101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223

DIRECT LINE (312) 984-3824
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August 28, 2006

VIA FEDERAL EXPRESS

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20006

RECORDATION NO. 26494-A FILED

AUG 29 '06

4-26 PM

SURFACE TRANSPORTATION BOARD



Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11301 and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Memorandum of Railcar Manufacturing Agreement Supplement No. 1 dated
as of August 18, 2006.

This document is a secondary document, supplementing the Memorandum of Railcar Manufacturing Agreement dated as of July 14, 2006, recorded on August 2, 2006, recordation number 26494.

Parties to this transaction are as follows:

Buyer: TTX Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

Seller: Gunderson LLC (Manufacturer)
4350 NW Front Avenue
Portland, OR

The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
Five-unit articulated double stack well cars with 40' wells.	FCA	71	DTTX	751501-751571

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Enclosed is our check in the amount of \$34.00 to cover filing fees.

A short summary of this Agreement to appear in the Index is as follows:

"Memorandum of Railcar Manufacturing Agreement Supplement covering 71
five-unit articulated double stack well cars with 40 foot wells; DTTX, numbered
751501-751571."

Once the filing has been made, please retain one copy and return the remaining stamped
counterparts and transmittal letter copy to me via certified mail.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Anthony J. Barton", with a long horizontal line extending to the right.

Enclosures

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MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT SUPPLEMENT

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT SUPPLEMENT NO. 1 dated as of August 18, 2006, is made by TTX Company, a Delaware corporation, with an address at 101 North Wacker Drive, Chicago, Illinois 60606 (the "Purchaser"), and Gunderson LLC, an Oregon limited liability company, with an address at 4350 NW Front Avenue, Portland, Oregon 97210 (the "Manufacturer" and, together with the Purchaser, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties entered into a Manufacturing Agreement dated as of July 14, 2006, (the "Agreement") and a Memorandum of Railcar Manufacturing Agreement evidencing said Agreement was filed and recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301 on August 2, 2006 at 12:34 PM, recordation number 26494.

WHEREAS, the Parties have supplemented the Agreement by entering into Manufacturing Agreement Supplement No. 1, dated as of August 18, 2006, (the "Supplement") pursuant to which the Manufacturer will manufacture and sell to the Purchaser the additional equipment listed on Schedule 1 hereto (the "Equipment").

WHEREAS, pursuant to the Agreement, the Manufacturer retains a security interest in the Equipment to secure payment by the Purchaser of the purchase price of the Equipment; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Supplement, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Manufacturer hereby confirms its agreement to manufacture the Equipment for the Purchaser in accordance with the terms and conditions of the Agreement and Supplement, and the Purchaser confirms its agreement to purchase the Equipment, confirms that Manufacturer retains a security interest in the Equipment to secure payment therefor, and accepts such terms and conditions, which are incorporated by references as if fully set forth herein.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

GUNDERSON LLC

By: Norris M. Webb
Vice President

TTX COMPANY

By: Kathleen M. Savard
Vice President and Chief Financial Officer

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SURFACE TRANSPORTATION BOARD

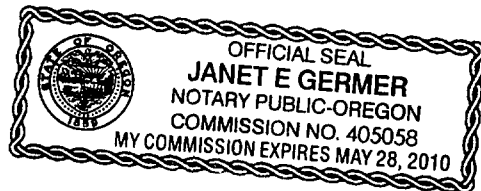
STATE OF OREGON)
)SS:
COUNTY OF CLACKAMAS)

On this 23rd day of August, 2006 before me personally appears Thomas D. Joseph, to me personally known, who by me duly sworn, says that he is Vice President of Gunderson LLC (the "Company"), that the foregoing instrument was signed on behalf of the said Company, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Janet E. Germer
Notary Public

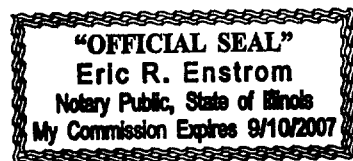
My Commission expires:



STATE OF ILLINOIS)
)SS:
COUNTY OF COOK)

On this 25th day of August, 2006, before me personally appears Kathleen M. Savard, to me personally known, who by me duly sworn, says that she is the Vice President and Chief Financial Officer of TTX Company (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



(SEAL)

Eric R. Enstrom
Notary Public

My Commission expires: 9/10/07

**SCHEDULE 1
TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT
SUPPLEMENT NO. 1
DATED AUGUST 18, 2006**

**TTX Contract #T-2A06-F
Gunderson Lot # 20510B**

EQUIPMENT

71 DTTX Cars marked 751501 through 751571 (both inclusive).